

MEMORANDUM

TO: Board of Trustees

FROM: Kendra Wong
Board of Trustees Chair

SUBJECT: Review, discuss and possibly approve obtaining a second legal opinion, regarding modification to the lease between Parasol Tahoe Community Foundation and IVGID, from Holland and Hart LLP at a not to exceed cost of \$15,000

DATE: August 16, 2017

I. RECOMMENDATION

That the Board of Trustees makes a motion to authorize the District General Manager to enter into an agreement with the law firm of Holland and Hart LLP to seek a second legal opinion on the requested lease modification by Parasol Tahoe Community Foundation to the Incline Village General Improvement District at a cost not to exceed \$15,000.

II. BACKGROUND

In accordance with the Board's request, District General Counsel Jason Guinasso solicited a proposal to obtain a second legal opinion concerning the lease modification requested by the Parasol Tahoe Community Foundation. In this regard, District General Counsel selected Megan Fogarty, Esq., from the law firm of Holland and Hart, LLP.

Ms. Fogarty provides legal counsel in the area of real estate law, with an emphasis on commercial real estate transactions, development, federal equity receiverships, and financing. She has extensive experience in negotiating and preparing complex lease documentation, representing both landlords and tenants in ground, retail, office, industrial, data center, and build-to-suit leases. Her real estate practice includes complex purchase and sale transactions, as well as common interest community law as it relates to mixed use, commercial, and residential projects. Ms. Fogarty represents a number of developers of shopping center, office, residential, and other mixed-use projects, as well as acting as transactional real estate counsel to federal equity receivers in identifying, preserving, managing, and liquidation of large multi-family, commercial, agricultural, and residential portfolios.

III. PROPOSAL

Based on her initial review of the proposed deal terms between IVGID and PTCF relating to the Ground Lease amendment and building transfer, her rough estimate of her legal fees for the initial document review and preparation of proposed lease amendment revisions, bill of sale and financing documents is as follows:

1. Legal review of existing Ground Lease, as amended, and related covenants, conditions, restrictions and encumbrances of record relating to the leased property (with the anticipation that the recorded encumbrances will contain approximately 3 to 5 encumbrance documents requiring detailed review) = \$7,500.
2. Analysis, review and preparation of proposed revisions to Ground Lease amendment, effectuating the building transfer and revised lease terms = \$3,500.
3. Preparation of bill of sale for building improvements, promissory note and deed of trust for carryback financing = \$4,000.

This estimate is based on the documents made available for review on the IVGID Parasol Modification Request web page and is only an estimate, not a cap or agreed upon fee for our services. Any additional negotiations, discussions, meetings, revised deal terms or unanticipated recorded encumbrances beyond the standard stated above are not included in the anticipated fee estimate and would be charged at the applicable service provider's hourly rate. Ms. Fogarty's current hourly rate is \$350, but other attorneys, paralegals and staff in her firm may work on this matter as necessary to ensure that they provide cost-effective service for each component of work performed.

IV. FINANCIAL IMPACT

This is an unbudgeted item that is within the District General Manager's spending authority however all expenses related to this project are to be approved by the Board of Trustees at their request.

V. COMMENTS

This is a follow up to a request that this item be brought back to the Board of Trustees for action at this meeting.



Megan Fogarty

Of Counsel

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Megan provides counsel in the area of real estate law, with an emphasis on commercial real estate transactions, development, federal equity receiverships, and financing.

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RECOGNITION

- *The Best Lawyers in America*® Real Estate Law, 2013-2016, 2018
- *Nevada Business Magazine*, Nevada Legal Elite, 2014

PROFESSIONAL AND CIVIC AFFILIATIONS

- Chairman, Board of Directors, SPCA of Northern Nevada (2015)
- Affiliate Member, International Council of Shopping Centers (ICSC)
- Associate Member, National Association of Federal Equity Receivers
- Member, American Bar Association Real Property, Trust and Estate Law section
- Member, State Bar of Nevada, Real Property Law section
- Member, State Bar of California and its Real Property Law section
- Member, Washoe County Bar Association
- Member, Commercial Real Estate Women of Northern Nevada
- Member, Northern Nevada Women Lawyer's Association

PRACTICES

Real Estate Development and Finance
 Commercial Leasing
 Residential and Community Development
 Commercial Finance
 Banking and Financial Services
 Telecoms Transactions

EDUCATION

Arizona State University, J.D., 2003
 Dean's List
 Honors in Legal Research and Writing
 University of Nevada, Reno, B.A., 1998
 Psychology
 Graduated with High Distinction

BAR ADMISSIONS

California
 Nevada